

Sherman J Donald
 Form 4
 February 09, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sherman J Donald

2. Issuer Name and Ticker or Trading Symbol
 AKAMAI TECHNOLOGIES INC
 [AKAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/05/2010

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

C/O AKAMAI TECHNOLOGIES, INC., 8 CAMBRIDGE CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

CAMBRIDGE, MA 02142

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$.01 per share	02/05/2010		M		1,364 A \$ 0 60,107	D	
Common Stock, par value \$.01 per share	02/05/2010		M		4,548 A \$ 0 64,655	D	
Common Stock, par value \$.01	02/05/2010		M		8,921 A \$ 0 73,576	D	

per share

Common
Stock, par
value \$.01
per share

02/05/2010

M 7,730 A \$ 0 81,306 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 25.32	02/05/2010		A	46,512	<u>(1)</u> 02/05/2017	Common Stock	46,512
Restricted Stock Units <u>(2)</u>	\$ 0	02/05/2010		M	2,000	<u>(3)</u> <u>(6)</u>	Common Stock	2,000
Restricted Stock Units <u>(2)</u>	\$ 0	02/05/2010		M	6,667	<u>(4)</u> <u>(6)</u>	Common Stock	6,667
Restricted Stock Units <u>(2)</u>	\$ 0	02/05/2010		M	13,408	<u>(5)</u> <u>(6)</u>	Common Stock	13,408
Restricted Stock Units <u>(2)</u>	\$ 0	02/05/2010		M	13,408	<u>(5)</u> <u>(6)</u>	Common Stock	13,408

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Financial Officer

Sherman J Donald
C/O AKAMAI TECHNOLOGIES, INC.
8 CAMBRIDGE CENTER
CAMBRIDGE, MA 02142

Signatures

/s/ JD Sherman 02/05/2010

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock Option vests as follows: 25% on February 5, 2011, and the remaining 75% vests in equal installments of 6.25% each quarter thereafter.
 - (2) Each Restricted Stock Unit ("RSU") represents the right to receive one share of Akamai common stock upon vesting.
 - (3) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2007, 2008 and 2009 if Akamai achieves certain corporate performance objectives during such years.
 - (4) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2008, 2009 and 2010 if Akamai achieves certain corporate performance objectives during such years.
 - (5) RSUs vest in three 33% annual installments on the second business day following the date on which the Company releases its financial results for each of 2009, 2010 and 2011 if Akamai achieves certain corporate performance objectives during such years.
 - (6) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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